

MAR 03 '11 -2 40 PM

Surface Transportation Board

FIRST UNION RAIL

One O'Hare Centre
 6250 River Road, Suite 5000
 Rosemont, IL 60018-4214

VIA UPS 2nd DAY AIR

March 3, 2011

Chief, Section of Administration
 Office of Proceedings
 Surface Transportation Board
 395 E. Street S.W., Suite 100
 Washington, DC 20423
 Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement dated January 28, 2011, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Surface Transportation Board under Recordation Number 21742.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation One O'Hare Centre 6250 River Road, Suite 5000 Rosemont, IL 60018	Lessee: Archer Daniels Midland Company 4666 Faries Parkway Decatur, IL 62525
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A description of the railroad equipment covered by the enclosed document is for two hundred thirteen (213) tank cars, with DMIX marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: **Memorandum of Lease**

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,



Marcia Dunne
 Senior Rail Documentation Specialist

Enclosures

(ADM072/A)

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ASSGN. NO.: ADM072/072A

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

28th THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 28th day of January, 2011, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Archer Daniels Midland Company ("Lessee"), a Delaware corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of August 25, 1997, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 74 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of April 2, 2010, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: RICHARD F. SEYMOUR
 Name: _____
 Title: _____

By: Susan Grokulsky
 Name: SUSAN GROKULSKY
 Title: ASSISTANT DIRECTOR
OF DOCUMENTATION

Executed on this 28th day of January, 2011.

[CORPORATE SEAL]

STATE OF ILLINOISCOUNTY OF COOK

I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 28th day of January, 2011.

My Commission Expires:

6-2012
 (Notary Public)

Notary Public



LESSEE:

ARCHER DANIELS MIDLAND CORPORATION

ATTEST:

By: Randy L Jess

Name: Randy L Jess

Title: Director of Plant Management

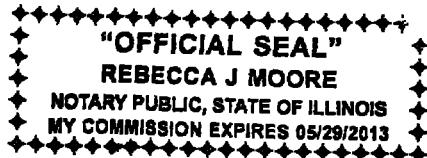
By: Melissa Wright

Name: Melissa Wright

Title: Rail Fleet Administrator

Executed on this 10 day of January, 2011.

[CORPORATE SEAL]



STATE OF Illinois

COUNTY OF Macoupin

I, Rebecca J. Moore, a Notary Public of the County and State aforesaid, certify that Randy L. Jess personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 10th day of January, 2011.

Rebecca J. Moore
Notary Public

Commission Expires:

05/29/13

(Notary Public)

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Two hundred thirteen (213)

DESCRIPTION OF CARS: Tank Cars

CAR NUMBERS:

Group A

1 DMIX 190223	26 DMIX 190413	51 DMIX 190649	76 DMIX 190679
2 DMIX 190225	27 DMIX 190414	52 DMIX 190650	77 DMIX 190680
3 DMIX 190227	28 DMIX 190415	53 DMIX 190652	78 DMIX 190681
4 DMIX 190234	29 DMIX 190417	54 DMIX 190654	79 DMIX 190682
5 DMIX 190238	30 DMIX 190418	55 DMIX 190655	80 DMIX 190684
6 DMIX 190253	31 DMIX 190419	56 DMIX 190656	81 DMIX 190685
7 DMIX 190256	32 DMIX 190421	57 DMIX 190659	82 DMIX 190686
8 DMIX 190390	33 DMIX 190425	58 DMIX 190660	83 DMIX 190687
9 DMIX 190391	34 DMIX 190427	59 DMIX 190661	84 DMIX 190688
10 DMIX 190393	35 DMIX 190428	60 DMIX 190662	85 DMIX 190689
11 DMIX 190394	36 DMIX 190429	61 DMIX 190663	86 DMIX 190690
12 DMIX 190395	37 DMIX 190444	62 DMIX 190664	87 DMIX 190691
13 DMIX 190396	38 DMIX 190448	63 DMIX 190665	88 DMIX 190692
14 DMIX 190397	39 DMIX 190451	64 DMIX 190666	89 DMIX 190693
15 DMIX 190398	40 DMIX 190453	65 DMIX 190667	90 DMIX 190696
16 DMIX 190399	41 DMIX 190460	66 DMIX 190668	91 DMIX 190697
17 DMIX 190400	42 DMIX 190464	67 DMIX 190669	92 DMIX 190698
18 DMIX 190401	43 DMIX 190465	68 DMIX 190670	93 DMIX 190699
19 DMIX 190402	44 DMIX 190469	69 DMIX 190671	94 DMIX 190701
20 DMIX 190404	45 DMIX 190602	70 DMIX 190673	95 DMIX 190702
21 DMIX 190405	46 DMIX 190612	71 DMIX 190674	96 DMIX 190703
22 DMIX 190407	47 DMIX 190626	72 DMIX 190675	97 DMIX 190704
23 DMIX 190409	48 DMIX 190629	73 DMIX 190676	98 DMIX 190705
24 DMIX 190410	49 DMIX 190639	74 DMIX 190677	99 DMIX 190708
25 DMIX 190411	50 DMIX 190648	75 DMIX 190678	100 DMIX 190709

Group B

1 DMIX 190220	9 DMIX 190236	17 DMIX 190246	25 DMIX 190255
2 DMIX 190221	10 DMIX 190237	18 DMIX 190247	26 DMIX 190257
3 DMIX 190226	11 DMIX 190239	19 DMIX 190248	27 DMIX 190258
4 DMIX 190229	12 DMIX 190240	20 DMIX 190249	28 DMIX 190259
5 DMIX 190231	13 DMIX 190241	21 DMIX 190250	29 DMIX 190260
6 DMIX 190232	14 DMIX 190242	22 DMIX 190251	30 DMIX 190261
7 DMIX 190233	15 DMIX 190244	23 DMIX 190252	31 DMIX 190262
8 DMIX 190235	16 DMIX 190245	24 DMIX 190254	32 DMIX 190263

33	DMIX	190264	54	DMIX	190298	75	DMIX	190327	96	DMIX	190478
34	DMIX	190265	55	DMIX	190300	76	DMIX	190328	97	DMIX	190480
35	DMIX	190267	56	DMIX	190301	77	DMIX	190329	98	DMIX	190481
36	DMIX	190269	57	DMIX	190302	78	DMIX	190330	99	DMIX	190482
37	DMIX	190270	58	DMIX	190303	79	DMIX	190331	100	DMIX	190484
38	DMIX	190271	59	DMIX	190304	80	DMIX	190333	101	DMIX	190485
39	DMIX	190274	60	DMIX	190305	81	DMIX	190336	102	DMIX	190486
40	DMIX	190281	61	DMIX	190306	82	DMIX	190343	103	DMIX	190487
41	DMIX	190282	62	DMIX	190308	83	DMIX	190403	104	DMIX	190488
42	DMIX	190285	63	DMIX	190311	84	DMIX	190406	105	DMIX	190489
43	DMIX	190286	64	DMIX	190313	85	DMIX	190412	106	DMIX	190490
44	DMIX	190288	65	DMIX	190314	86	DMIX	190441	107	DMIX	190491
45	DMIX	190289	66	DMIX	190316	87	DMIX	190447	108	DMIX	190492
46	DMIX	190290	67	DMIX	190317	88	DMIX	190457	109	DMIX	190493
47	DMIX	190291	68	DMIX	190318	89	DMIX	190463	110	DMIX	190494
48	DMIX	190292	69	DMIX	190319	90	DMIX	190467	111	DMIX	190495
49	DMIX	190293	70	DMIX	190320	91	DMIX	190468	112	DMIX	190496
50	DMIX	190294	71	DMIX	190322	92	DMIX	190471	113	DMIX	190497
51	DMIX	190295	72	DMIX	190323	93	DMIX	190473			
52	DMIX	190296	73	DMIX	190325	94	DMIX	190475			
53	DMIX	190297	74	DMIX	190326	95	DMIX	190476			